

Baker & Hostetler LLP
45 Rockefeller Plaza
New York, NY 10111
Telephone: (212) 589-4200
Facsimile: (212) 589-4201
David J. Sheehan
Keith R. Murphy
Marc Skapof
Elizabeth A. Scully

Hearing Date: October 4, 2011 at 10:00 a.m.
Objection Deadline: September 27, 2011

*Attorneys for Irving H. Picard, Trustee for the
Substantively Consolidated SIPA Liquidation of
Bernard L. Madoff Investment Securities LLC and Bernard L. Madoff*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation
of Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

MOUNT CAPITAL FUND LTD., MOUNT
CAPITAL ASSET SUBSIDIARY LTD., MOUNT
CAPITAL LIMITED, and DEXIA BANQUE
INTERNATIONALE À LUXEMBOURG, S.A.

Defendants.

Adv. Pro. No. 08-01789 (BRL)

SIPA LIQUIDATION

(Substantively Consolidated)

Adv. Pro. No. 10-05123 (BRL)

**NOTICE OF MOTION FOR ENTRY OF ORDER PURSUANT TO
SECTION 105(a) OF THE BANKRUPTCY CODE AND RULES 2002
AND 9019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
APPROVING A SETTLEMENT AGREEMENT BY AND AMONG THE TRUSTEE,
MOUNT CAPITAL FUND LTD. AND MOUNT CAPITAL ASSET SUBSIDIARY LTD.**

Irving H. Picard (the "Trustee"), as trustee for the substantively consolidated liquidation of Bernard L. Madoff Investment Securities LLC ("BLMIS") and Bernard L. Madoff ("Madoff"), by and through his undersigned counsel, will move before the Honorable Burton R. Lifland, United States Bankruptcy Judge, at the United States Bankruptcy Court, the Alexander Hamilton Customs House, One Bowling Green, New York, New York 10004, on October 4, 2011 at 10:00 a.m., or as soon thereafter as counsel may be heard, seeking entry of an order, pursuant to section 105(a) of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.*, and Rules 2002 and 9019 of the Federal Rules of Bankruptcy Procedure approving a certain settlement agreement by and among the Trustee on the one hand, and Mount Capital Fund, Ltd., a British Virgin Islands company in liquidation ("Mount Capital Fund"), and Mount Capital Asset Subsidiary Limited, a British Virgin Islands company in liquidation ("Mount Capital Subsidiary," collectively with Mount Capital Fund, the "Mount Capital Companies"), on the other hand, as more particularly set forth in the Motion annexed hereto (the "Motion").

PLEASE TAKE FURTHER NOTICE that written objections to the Motion must be filed with the Clerk of the United States Bankruptcy Court, One Bowling Green, New York, New York 10004 by no later than **5:00 p.m. on September 27, 2011** (with a courtesy copy delivered to the Chambers of the Honorable Burton R. Lifland) and must be served upon (a) Baker & Hostetler LLP, counsel for the Trustee, 45 Rockefeller Plaza, New York, New York 10111, attn: David J. Sheehan and Elizabeth A. Scully; and (b) Nixon Peabody LLP, counsel for the Mount Capital Companies, 437 Madison Avenue, New York, New York 10022, attn: Jonathan Sablone.

Any objections must specifically state the interest that the objecting party has in these proceedings and the specific basis of any objection to the Motion.

Dated: New York, New York
August 31, 2011

Respectfully submitted,

Of Counsel:

Thomas L. Long
Baker & Hostetler LLP
65 East State Street
Columbus, Ohio 43215
Telephone: (614) 462-2626
Facsimile: (614) 462-2616

/s/ David J. Sheehan

Baker & Hostetler LLP
45 Rockefeller Plaza
New York, New York 10111
Telephone: (212) 589-4200
Facsimile: (212) 589-4201
David J. Sheehan
Email: dsheehan@bakerlaw.com
Keith R. Murphy
Email: kmurphy@bakerlaw.com
Marc Skapof
Email: mkapof@bakerlaw.com

– and –

Baker & Hostetler LLP
Washington Square, Suite 1100
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036
Telephone: (202) 861-1500
Facsimile: (202) 861-1783
Elizabeth A. Scully (*pro hac*)
Email: escully@bakerlaw.com

*Attorneys for Irving H. Picard,
Trustee for the SIPA Liquidation of Bernard L.
Madoff Investment Securities LLC*